

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

Local 295/Local 851 IBT Employer
Group Pension Trust and Welfare
Funds and District No. 9, et al.,
Plaintiffs

v.

Case No. 1:08-cv-421

Fifth Third Bancorp, et al.,
Defendants

ORDER

This matter is before the Court on the Magistrate Judge's Report and Recommendation filed February 2, 2012 (Doc. 167).

Proper notice has been given to the parties under 28 U.S.C. § 636(b)(1)(C), including notice that the parties would waive further appeal if they failed to file objections to the Report and Recommendation in a timely manner. See United States v. Walters, 638 F.2d 947 (6th Cir. 1981). As of the date of this Order, no objections to the Magistrate Judge's Report and Recommendation have been filed.

Having reviewed this matter de novo pursuant to 28 U.S.C. § 636, we find the Magistrate Judge's Report and Recommendation correct.

Accordingly, it is **ORDERED** that the Report and Recommendation of the Magistrate Judge is hereby **ADOPTED** as follows:

1) The Federal Reserve Board's Motion to Intervene (Doc. 146) is **GRANTED**; the Motion of the Ohio Superintendent of Financial Institutions to Intervene for Limited Purposes (Doc. 147) is **GRANTED**; the Michigan Office of Financial Insurance Regulation's Motion to Intervene (Doc. 156) is **GRANTED**. The Federal Reserve Board, the Ohio Department of Financial Institutions, and the Michigan Office of

Financial Insurance Regulation are permitted to intervene for the limited purpose of litigating, if necessary, the bank examination privilege;

2) Plaintiffs' Motion to Compel (Doc. 143) is **DENIED** without prejudice to renewal in the event the Federal Reserve or the state banking regulators advance the bank examination privilege concerning the approximately 4,500 withheld documents currently at issue;

3) The parties shall meet and confer and file a proposed plan by February 21, 2012, addressing, at a minimum, (i) the time frame in which the banking regulators will complete their document reviews, and (ii) the deadline by which the banking regulators will produce responsive documents and/or provide Plaintiffs with a privilege log (if necessary).

SO ORDERED.

Date: February 28, 2012

s/Sandra S. Beckwith
Sandra S. Beckwith, Senior Judge
United States District Court